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Attorneys for Plaintiff  
 VERITAS-B MEZZ B7, LLC AS SUCCESSOR-IN-  
 INTEREST TO CAPITAL TRUST, INC.

UNITED STATES DISTRICT COURT  
 NORTHERN DISTRICT OF CALIFORNIA  
 SAN FRANCISCO DIVISION

VERITAS-B MEZZ B7, LLC AS  
 SUCCESSOR-IN-INTEREST TO CAPITAL  
 TRUST, INC.,

Plaintiff,

v.

WALTER R. LEMBI, individually and as  
 trustee of the WALTER AND LINDA LEMBI  
 FAMILY TRUST DATED JUNE 30, 2004;  
 FRANK E. LEMBI, individually and as trustee  
 of the OLGA LEMBI RESIDUAL TRUST  
 CREATED UNDER THE PROVISIONS OF  
 PART THREE OF THE LEMBI FAMILY  
 REVOCABLE TRUST DATED FEBRUARY  
 17, 1984, and as the trustee of the FRANK E.  
 LEMBI'S TRUST DATED FEBRUARY 17,  
 1984; BILLIE SALEVOURIS, individually;  
 BILLIE Z. SALEVOURIS, as trustee for THE  
 BILLIE SALEVOURIS TRUST DATED  
 AUGUST 23, 1983 AS RESTATED ON MAY  
 24, 2002; DAVID M. RAYNAL, individually  
 and as trustee for the DAVID M. RAYNAL  
 REVOCABLE TRUST DATED MAY 9,  
 2002; RALPH DAYAN, individually and as  
 co-trustee for the AMENDED AND  
 RESTATED DAYAN FAMILY  
 REVOCABLE TRUST DATED DECEMBER  
 31, 1991,

Defendants.

Case No. C 09-02492 JSW

**ORDER REQUIRING STATUS  
 REPORT AND**

**STIPULATION AND ~~PROPOSED~~  
 ORDER SUBSTITUTING VERITAS-B  
 MEZZ B7, LLC FOR PLAINTIFFS-IN-  
 INTERVENTION LBUBS2004-C8  
 BARTLETT STREET LIMITED  
 PARTNERSHIP, LBUBS2004-C8 BAY  
 CLAY LIMITED PARTNERSHIP,  
 LBUBS2004-C8 GOUGH STREET  
 LIMITED PARTNERSHIP,  
 LBUBS2004-C8 HYDE STREET  
 LIMITED PARTNERSHIP,  
 LBUBS2004-C8 JOICE STREET  
 LIMITED PARTNERSHIP,  
 LBUBS2004-C8 JONES STREET  
 LIMITED PARTNERSHIP,  
 LBUBS2004-C8 LOMBARD STREET  
 LIMITED PARTNERSHIP,  
 LBUBS2004-C8 MASON STREET  
 LIMITED PARTNERSHIP,  
 LBUBS2004-C8 VAN NESS LIMITED  
 PARTNERSHIP AND  
 WITHDRAWING MOTIONS**

Judge: Hon. Jeffrey S. White  
 Courtroom 11, 19<sup>th</sup> Floor

1 By and through their respective counsel of record, the parties to this action  
 2 (hereinafter collectively "Parties"), hereby stipulate and agree as follows:

3 WHEREAS, Applicants-In-Intervention LBUBS2004-C8 Bartlett Street Limited  
 4 Partnership, LBUBS2004-C8 BAY Clay Limited Partnership, LBUBS2004-C8 Gough Street  
 5 Limited Partnership, LBUBS2004-C8 Hyde Street Limited Partnership, LBUBS2004-C8 Joice  
 6 Street Limited Partnership, LBUBS2004-C8 Jones Street Limited Partnership, LBUBS2004-C8  
 7 Lombard Street Limited Partnership, LBUBS2004-C8 Mason Street Limited Partnership,  
 8 LBUBS2004-C8 Van Ness Limited Partnership (hereinafter collectively the "LBUBS 2004-C8  
 9 Parties") has executed an Assignment and Assumption of Claims effective as of March 8, 2011  
 10 (the "Assignment"), that, *inter alia*, assigns and transfers to Veritas-B Mezz B7, LLC ("Veritas")  
 11 all right, title and interest in and to the above-referenced litigation and all of the claims, damages,  
 12 causes of action, defenses, and rights connection therewith (the "Assignment").

13 WHEREAS as a result of the Assignment, Veritas is the successor-in-interest to  
 14 the claims asserted by LBUBS2004-C8 Parties in this action, and therefore now seeks to  
 15 substitute itself for the LBUBS2004-C8 Parties.

16 WHEREAS the Parties do not oppose this substitution, and wish to stipulate to the  
 17 substitution of Veritas for the LBUBS2004-C8 Parties in order to avoid troubling the Court with a  
 18 motion for substitution pursuant to Federal Rules of Procedure Rule 25(c).

19 WHEREAS as a result of the Assignment, Veritas wishes to withdraw all pending  
 20 motions filed by the LBUBS2004-C8 Parties, specifically, their Motion for Summary Judgment  
 21 (Docket #85) and Motion to Intervene (Docket #84), and the Parties consent to that withdrawal.

22 THEREFORE:

23 Based on the foregoing, the Parties hereby stipulate to and respectfully request that  
 24 the Court order as follows:

25 1) That Veritas be substituted in place of LBUBS2004-C8 Bartlett Street Limited  
 26 Partnership, LBUBS2004-C8 BAY Clay Limited Partnership, LBUBS2004-C8 Gough Street  
 27 Limited Partnership, LBUBS2004-C8 Hyde Street Limited Partnership, LBUBS2004-C8 Joice  
 28 Street Limited Partnership, LBUBS2004-C8 Jones Street Limited Partnership, LBUBS2004-C8

1 Lombard Street Limited Partnership, LBUBS2004-C8 Mason Street Limited Partnership,  
 2 LBUBS2004-C8 Van Ness Limited Partnership in this action. Pursuant to the Notice of  
 3 Appearance filed in this action, Julie L. Fieber of Stein & Lubin LLP has appeared as Counsel of  
 4 Record for Veritas. All further notices and papers should be served on Veritas as follows:

5 Julie L. Fieber (SBN 202857)  
 6 E-Mail: [jfieber@steinlubin.com](mailto:jfieber@steinlubin.com)  
 7 STEIN & LUBIN LLP  
 8 600 Montgomery Street, 14<sup>th</sup> Floor  
 9 San Francisco, CA 94111  
 Telephone: (415) 981-0550  
 Fax: (415) 981-4343

10 2) The pending motions filed by the LBUBS2004-C8 Parties, specifically, their  
 11 Motion for Summary Judgment (Docket #85) and Motion to Intervene (Docket #84), are  
 12 withdrawn and off calendar.

13 IT IS SO STIPULATED.

14 Dated: March 31, 2011

STEIN & LUBIN LLP

16 By: /s Julie L. Fieber

17 Julie L. Fieber  
 18 Attorneys for Veritas-B Mezz B7, LLC, as Successor-In-  
 Interest to Plaintiff Capital Trust, Inc.

19 Dated: March 23, 2011

DUANE MORRIS LLP

20 By: 

21 Phillip K. Wang  
 22 Attorneys for Plaintiffs-in-Intervention  
 23 LBUBS2004-C8 BARTLETT STREET LIMITED  
 24 PARTNERSHIP, LBUBS2004-C8 BAY CLAY  
 25 LIMITED PARTNERSHIP, LBUBS2004-C8 GOUGH  
 26 STREET LIMITED PARTNERSHIP, LBUBS2004-C8  
 27 HYDE STREET LIMITED PARTNERSHIP,  
 28 LBUBS2004-C8 JOICE STREET LIMITED  
 PARTNERSHIP, LBUBS2004-C8 JONES STREET  
 LIMITED PARTNERSHIP, LBUBS2004-C8  
 LOMBARD STREET LIMITED PARTNERSHIP,  
 LBUBS2004-C8 MASON STREET LIMITED  
 PARTNERSHIP, LBUBS2004-C8 VAN NESS  
 LIMITED PARTNERSHIP

1 Dated: March 31, 2011

EDWARD C. SINGER JR.

2  
3 By: 

4 Edward C. Singer Jr.

5 Attorneys for Defendants

6 WALTER R. LEMBI, individually and as trustee of the  
7 WALTER AND LINDA LEMBI FAMILY TRUST

8 DATED JUNE 30, 2004 and FRANK E. LEMBI,

9 individually and as trustee of the OLGA LEMBI

10 RESIDUAL TRUST CREATED UNDER THE

11 PROVISION OF PART THREE OF THE LEMBI

12 FAMILY REVOCABLE TRUST DATED FEBRUARY

13 17, 1984 and as the trustee of the FRANK E. LEMBI

14 SURVIVOR'S TRUST DATED FEBRUARY 17, 1984

15 Dated: March \_\_\_\_\_, 2011

FRIEDMAN DUMAS & SPRINGWATER LLP

16  
17 By: \_\_\_\_\_

18 Ellen Friedman

19 Attorneys for Defendants

20 BILLIE Z. SALEVOURIS, individually and as trustee

21 for THE BILLIE SALEVOURIS TRUST DATED

22 AUGUST 23, 1983 AS RESTATED ON MAY 24,

23 2002; DAVID M. RAYNAL, individually and as trustee

24 for the DAVID M. RAYNAL REVOCABLE TRUST

25 DATED MAY 9, 2002; RALPH DAYAN, individually

26 and as co-trustee for the AMENDED AND RESTED

27 DAYAN FAMILY REVOCABLE TRUST DATED

28 DECEMBER 31, 1991

1 Dated: March \_\_\_\_\_, 2011

EDWARD C. SINGER JR.

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4 Edward C. Singer Jr.  
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6 WALTER R. LEMBI, individually and as trustee of the  
7 WALTER AND LINDA LEMBI FAMILY TRUST  
8 DATED JUNE 30, 2004 and FRANK E. LEMBI,  
9 individually and as trustee of the OLGA LEMBI  
10 RESIDUAL TRUST CREATED UNDER THE  
11 PROVISION OF PART THREE OF THE LEMBI  
12 FAMILY REVOCABLE TRUST DATED FEBRUARY  
13 17, 1984 and as the trustee of the FRANK E. LEMBI  
14 SURVIVOR'S TRUST DATED FEBRUARY 17, 1984

9 Dated: March 25, 2011

FRIEDMAN DUMAS & SPRINGWATER LLP

11 By: 

12 Ellen Friedman  
13 Attorneys for Defendants  
14 BILLIE Z. SALEVOURIS, individually and as trustee  
15 for THE BILLIE SALEVOURIS TRUST DATED  
16 AUGUST 23, 1983 AS RESTATED ON MAY 24,  
17 2002; DAVID M. RAYNAL, individually and as trustee  
18 for the DAVID M. RAYNAL REVOCABLE TRUST  
19 DATED MAY 9, 2002; RALPH DAYAN, individually  
20 and as co-trustee for the AMENDED AND RESTED  
21 DAYAN FAMILY REVOCABLE TRUST DATED  
22 DECEMBER 31, 1991  
23  
24  
25  
26  
27  
28

~~PROPOSED~~ ORDER

The Court having reviewed the Stipulation and [Proposed] Order Substituting Veritas-B Mezz B7, LLC ("Veritas"), for Plaintiffs-In-Intervention LBUBS2004-C8 Bartlett Street Limited Partnership, LBUBS2004-C8 BAY Clay Limited Partnership, LBUBS2004-C8 Gough Street Limited Partnership, LBUBS2004-C8 Hyde Street Limited Partnership, LBUBS2004-C8 Joice Street Limited Partnership, LBUBS2004-C8 Jones Street Limited Partnership, LBUBS2004-C8 Lombard Street Limited Partnership, LBUBS2004-C8 Mason Street Limited Partnership, LBUBS2004-C8 Van Ness Limited Partnership. and good cause appearing therefore:

IT IS HEREBY ORDERED THAT Veritas is hereby substituted in this action in place of LBUBS2004-C8 Bartlett Street Limited Partnership, LBUBS2004-C8 BAY Clay Limited Partnership, LBUBS2004-C8 Gough Street Limited Partnership, LBUBS2004-C8 Hyde Street Limited Partnership, LBUBS2004-C8 Joice Street Limited Partnership, LBUBS2004-C8 Jones Street Limited Partnership, LBUBS2004-C8 Lombard Street Limited Partnership, LBUBS2004-C8 Mason Street Limited Partnership, LBUBS2004-C8 Van Ness Limited Partnership. The pending motions filed by the LBUBS2004-C8 Parties, specifically, their Motion for Summary Judgment (Docket #85) and Motion to Intervene (Docket #84), are withdrawn and off calendar. **It is FURTHER ORDERED that the parties shall submit a status report as to whether they intend to proceed on the Motion for Summary Judgment filed by Capital Trust, Inc. (Docket No. 86).**

DATED: April 1, 2011

  
Hon. Jeffrey S. White